

# HELM

**FINANCIAL CORPORATION**

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

RECORDATION NO

FILED

18288-D

VIA AIR COURIER

August 15, 1997

AUG 18 '97

11-19 AM

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed are two (2) originals of the Amendment No. 3 dated January 20, 1997 to the Lease of Railroad Equipment dated as of April 1, 1993, as amended, ("**Amendment**") between the following parties:

Lessor: Helm Financial Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

Lessee: Arch Coal Sales, Inc.  
City Place One  
St. Louis, MO 63141

The equipment involved in this transaction is as follows:

Equipment: Two hundred seventy-nine (279), open top coal  
hopper railcars as more fully described in  
Exhibit A and Annex A.3 to the Amendment.

Please file this Amendment as a supplementary document to STB Recordation No. 18288 filed on June 30, 1993. A check covering the filing fee of twenty-four dollars (\$24.00) is enclosed.

Sincerely,

*P. Hapin*

Patrick Hapin  
Document Administrator

/ph  
Enclosures (2)

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

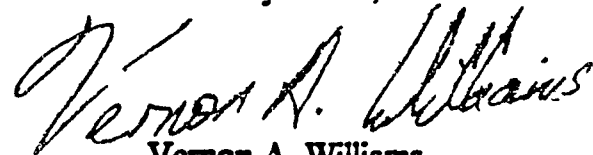
Patrick Hapin  
Document Administrator  
Helm-Atlantic Associates  
Limited Partnership  
One Embarcadero Center  
San Francisco, CA 94111

DATE: 8/18/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301  
and 49 CFR 1177.3 (c), on 8/18/97 at 11:18AM, 11:19AM, 11:20AM, and  
assigned recordation number(s). 18905-S, 18905-T, 8998-B, 12140-T, 16146-B, 17902-A, 18288-D,  
18924-A, 19329-A, 20821 and 20822.

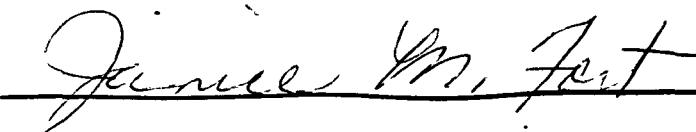
Sincerely Yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 264.00 The amount indicated at the left has been received in payment of a fee in  
connection with a document filed on the date shown. This receipt is issued for the amount paid.  
In the event of an error or any questions concerning this fee, you will receive a notification after  
the Surface Transportation Board has an opportunity to examine your document.

Signature



AUG 18 '97

11-19 AM

AMENDMENT NO. 3

THIS AMENDMENT NO. 3 ("Amendment") to the Lease of Railroad Equipment dated as of April 1, 1993, as amended ("Lease"), between HELM FINANCIAL CORPORATION ("Lessor") and ARCH COAL SALES COMPANY, INC. ("Lessee") is made as of January 20, 1997 between Lessor and Lessee.

## R E C I T A L S :

- A. Lessor and Lessee are parties to the Lease pursuant to which the two hundred forty-one (241) open top coal hopper railcars more fully described in Annex A.2. ("Unit(s)") to the Lease were leased by Lessor to Lessee.
- B. Pursuant to paragraph 9 in Section 8 of the Lease, Lessor and Lessee desire to terminate the Lease for thirty-eight (38) Units ("Terminated Unit(s)") and to add to the Lease thirty-eight (38) open top hopper railcars ("Replacement Unit(s)") to replace such Terminated Units.
- C. The parties desire to amend the Lease as provided herein.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties agree to amend the Lease as follows:

- 1. All terms defined in the Lease shall have the meanings defined therein when used in this Amendment.
- 2. This Amendment shall become effective on the date of its full execution by both parties.
- 3. The Lease shall terminate for each Terminated Unit on the Termination Date provided in Exhibit A attached hereto.
- 4. The Lease shall commence for each Replacement Unit on the On Rent Date provided in Exhibit A.
- 5. Annex A.2. is hereby replaced by Annex A.3. attached hereto and all references to Annex A, Annex A.1. or Annex A.2. in the Lease shall be deemed to refer to Annex A.3.
- 6. Except as expressly modified by this Amendment all terms and provisions of the Lease shall remain in full force and effect.
- 7. This Amendment may be executed by the parties hereto in any number of counterparts, and all said counterparts taken together shall be deemed to constitute one and the same instrument.

IN WITNESS WHEREOF, each party, pursuant to due corporate authority, has caused this Amendment No. 3 to be executed by its authorized representative as of the date first above written.

LESSOR

HELM FINANCIAL CORPORATION

By: 

Print Name: Richard C. Kirchner

Its: President

LESSEE

ARCH COAL SALES COMPANY, INC.

By: 

Print Name: Davis Wanneke

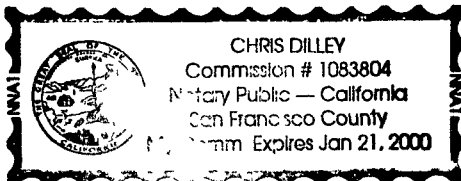
Its: Vice President

STATE OF CALIFORNIA           )  
  ) S.S.  
COUNTY OF SAN FRANCISCO )

On February 26, 1997, before me, Chris Dilley,  
personally appeared Richard C. Kirchner, President of **HELM FINANCIAL  
CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)  
whose name(s) is/are subscribed to the within instrument and  
acknowledged to me that he/she/they executed the same in his/her/their  
authorized capacity (ies), and that by his/her/their signature(s) on  
the instrument the person(s), or the entity upon behalf of which the  
person(s) acted, executed the instrument.



[Notarial Seal]

Witness my hand and official seal.

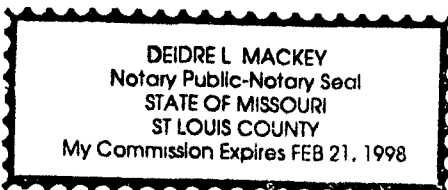
Chris Dilley  
SIGNATURE OF THE NOTARY

STATE OF MISSOURI           )  
  ) S.S.  
COUNTY OF ST. LOUIS        )

On February 19, 1997, before me, Deidre L. Mackey,  
personally appeared Dave Warnecke, Vice President of **ARCH COAL SALES  
COMPANY, INC.**,

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)  
whose name(s) is/are subscribed to the within instrument and  
acknowledged to me that he/she/they executed the same in his/her/their  
authorized capacity (ies), and that by his/her/their signature(s) on  
the instrument the person(s), or the entity upon behalf of which the  
person(s) acted, executed the instrument.



[Notarial Seal]

Witness my hand and official seal.

Deidre L. Mackey  
SIGNATURE OF THE NOTARY

# EXHIBIT A

To Amendment No. 3 dated January 20, 1997 to the Lease of Railroad Equipment dated as of April 1, 1993, as amended, between Helm Financial Corporation and Arch Coal Sales Company, Inc.

| <u>Terminated Units</u> |        | <u>Termination<br/>Date</u> | <u>Replacement Units</u> |        | <u>On Rent<br/>Date</u> |
|-------------------------|--------|-----------------------------|--------------------------|--------|-------------------------|
| 1. HLMX                 | 33022  | 11/25/96                    | HLMX                     | 33044  | 11/26/96                |
| 2. HMJX                 | 87306  | 02/22/96                    | HLMX                     | 33000  | 04/24/96                |
| 3. HMJX                 | 580020 | 11/06/96                    | HATX                     | 45145  | 11/07/96                |
| 4. HMJX                 | 580126 | 11/06/96                    | HATX                     | 45146  | 11/07/96                |
| 5. HMJX                 | 580129 | 11/06/96                    | HATX                     | 45147  | 11/07/96                |
| 6. HMJX                 | 580174 | 09/26/96                    | HATX                     | 45137  | 09/27/96                |
| 7. HMJX                 | 580243 | 02/22/96                    | HMJX                     | 580154 | 07/23/96                |
| 8. HMJX                 | 580278 | 01/05/97                    | HMJX                     | 100019 | 01/06/97                |
| 9. HMJX                 | 580307 | 08/05/95                    | HMJX                     | 580354 | 07/20/96                |
| 10. HMJX                | 580409 | 05/10/96                    | HATX                     | 45121  | 07/20/96                |
| 11. HMJX                | 580411 | 11/26/95                    | HATX                     | 45122  | 07/20/96                |
| 12. HMJX                | 580413 | 09/26/96                    | HATX                     | 45138  | 09/27/96                |
| 13. HMJX                | 580421 | 09/26/96                    | HATX                     | 45139  | 09/27/96                |
| 14. HMJX                | 580520 | 02/16/96                    | HATX                     | 45123  | 07/20/96                |
| 15. HMJX                | 580573 | 09/26/96                    | HATX                     | 45140  | 09/27/96                |
| 16. HMJX                | 580607 | 03/02/96                    | HATX                     | 45124  | 07/20/96                |
| 17. HMJX                | 580627 | 01/05/97                    | HLMX                     | 200002 | 01/06/97                |
| 18. HMJX                | 580631 | 05/17/96                    | HATX                     | 45125  | 07/20/96                |
| 19. HMJX                | 580730 | 01/05/97                    | HLMX                     | 200013 | 01/06/97                |
| 20. HMJX                | 580772 | 04/23/96                    | HATX                     | 45126  | 07/20/96                |
| 21. HMJX                | 580782 | 09/26/96                    | HATX                     | 45141  | 09/27/96                |
| 22. HMJX                | 580803 | 03/02/96                    | HATX                     | 45127  | 07/20/96                |
| 23. HMJX                | 580813 | 09/26/96                    | HATX                     | 45142  | 09/27/96                |
| 24. HMJX                | 580843 | 03/19/96                    | HATX                     | 45128  | 07/20/96                |
| 25. HMJX                | 580886 | 01/05/97                    | HLMX                     | 200016 | 01/06/97                |
| 26. HMJX                | 580943 | 01/24/96                    | HATX                     | 45129  | 07/20/96                |
| 27. HMJX                | 580950 | 01/05/97                    | HLMX                     | 200019 | 01/06/97                |
| 28. HMJX                | 581019 | 02/27/96                    | HATX                     | 45130  | 07/20/96                |
| 29. HMJX                | 581022 | 05/11/96                    | HATX                     | 45131  | 07/20/96                |
| 30. HMJX                | 581104 | 03/26/96                    | HATX                     | 45132  | 07/20/96                |
| 31. HMJX                | 581125 | 03/17/96                    | HATX                     | 45133  | 07/20/96                |
| 32. HMJX                | 581263 | 11/25/96                    | HLMX                     | 36345  | 11/26/96                |
| 33. HMJX                | 581365 | 05/07/96                    | HATX                     | 45134  | 07/20/96                |
| 34. HMJX                | 581392 | 09/26/96                    | HATX                     | 45143  | 09/27/96                |
| 35. HMJX                | 581394 | 01/05/97                    | HLMX                     | 200025 | 01/06/97                |
| 36. HMJX                | 581395 | 05/20/96                    | HATX                     | 45135  | 07/20/96                |
| 37. HMJX                | 581421 | 03/02/96                    | HATX                     | 45136  | 07/20/96                |
| 38. HMJX                | 581448 | 09/26/96                    | HATX                     | 45144  | 09/27/96                |

# ANNEX A.3.

To the Lease of Railroad Equipment dated as of April 1, 1993, as amended, between Helm Financial Corporation and Arch Coal Sales Company, Inc.

## Equipment Description

One hundred three (103) open top coal hopper railcars

| Reporting Mark<br>and Number |       | Cubic Foot<br>Capacity | Reporting Mark<br>and Number |        | Cubic Foot<br>Capacity | Reporting Mark<br>and Number |        | Cubic Foot<br>Capacity |
|------------------------------|-------|------------------------|------------------------------|--------|------------------------|------------------------------|--------|------------------------|
| HATX                         | 45121 | 3350                   | HLMX                         | 33027  | 3400                   | HMJX                         | 87160  | 3422                   |
| HATX                         | 45122 | 3350                   | HLMX                         | 33033  | 3400                   | HMJX                         | 87184  | 3422                   |
| HATX                         | 45123 | 3350                   | HLMX                         | 33043  | 3391                   | HMJX                         | 87192  | 3422                   |
| HATX                         | 45124 | 3350                   | HLMX                         | 33044  | 3400                   | HMJX                         | 87195  | 3422                   |
| HATX                         | 45125 | 3350                   | HLMX                         | 33051  | 3400                   | HMJX                         | 87205  | 3502                   |
| HATX                         | 45126 | 3350                   | HLMX                         | 33052  | 3400                   | HMJX                         | 87219  | 3502                   |
| HATX                         | 45127 | 3350                   | HLMX                         | 33054  | 3433                   | HMJX                         | 87233  | 3502                   |
| HATX                         | 45128 | 3350                   | HLMX                         | 33072  | 3418                   | HMJX                         | 87249  | 3502                   |
| HATX                         | 45129 | 3350                   | HLMX                         | 34002  | 3483                   | HMJX                         | 87254  | 3502                   |
| HATX                         | 45130 | 3350                   | HLMX                         | 34003  | 3565                   | HMJX                         | 87259  | 3502                   |
| HATX                         | 45131 | 3350                   | HLMX                         | 36345  | 3420                   | HMJX                         | 87277  | 3502                   |
| HATX                         | 45132 | 3350                   | HLMX                         | 87603  | 3420                   | HMJX                         | 87280  | 3502                   |
| HATX                         | 45133 | 3350                   | HLMX                         | 87643  | 3420                   | HMJX                         | 87288  | 3502                   |
| HATX                         | 45134 | 3350                   | HLMX                         | 87712  | 3420                   | HMJX                         | 87293  | 3502                   |
| HATX                         | 45135 | 3350                   | HLMX                         | 87746  | 3420                   | HMJX                         | 87296  | 3502                   |
| HATX                         | 45136 | 3350                   | HLMX                         | 87755  | 3420                   | HMJX                         | 87308  | 3502                   |
| HATX                         | 45137 | 3350                   | HLMX                         | 87763  | 3430                   | HMJX                         | 87316  | 3502                   |
| HATX                         | 45138 | 3350                   | HLMX                         | 200002 | 3430                   | HMJX                         | 87336  | 3502                   |
| HATX                         | 45139 | 3350                   | HLMX                         | 200013 | 3430                   | HMJX                         | 87337  | 3502                   |
| HATX                         | 45140 | 3350                   | HLMX                         | 200016 | 3430                   | HMJX                         | 87342  | 3502                   |
| HATX                         | 45141 | 3350                   | HLMX                         | 200019 | 3430                   | HMJX                         | 87357  | 3502                   |
| HATX                         | 45142 | 3350                   | HLMX                         | 200025 | 3483                   | HMJX                         | 87367  | 3502                   |
| HATX                         | 45143 | 3350                   | HMJX                         | 17101  | 3433                   | HMJX                         | 87378  | 3502                   |
| HATX                         | 45144 | 3350                   | HMJX                         | 17108  | 3433                   | HMJX                         | 87399  | 3502                   |
| HATX                         | 45145 | 3350                   | HMJX                         | 17125  | 3433                   | HMJX                         | 87454  | 3502                   |
| HATX                         | 45146 | 3350                   | HMJX                         | 17139  | 3433                   | HMJX                         | 87459  | 3502                   |
| HATX                         | 45147 | 3350                   | HMJX                         | 87009  | 3422                   | HMJX                         | 87466  | 3502                   |
| HLMX                         | 16320 | 3433                   | HMJX                         | 87021  | 3422                   | HMJX                         | 87467  | 3502                   |
| HLMX                         | 16327 | 3433                   | HMJX                         | 87026  | 3422                   | HMJX                         | 87471  | 3502                   |
| HLMX                         | 16331 | 3433                   | HMJX                         | 87046  | 3422                   | HMJX                         | 87472  | 3502                   |
| HLMX                         | 33000 | 3400                   | HMJX                         | 87072  | 3422                   | HMJX                         | 87476  | 3502                   |
| HLMX                         | 33009 | 3433                   | HMJX                         | 87086  | 3422                   | HMJX                         | 87499  | 3502                   |
| HLMX                         | 33018 | 3407                   | HMJX                         | 87096  | 3422                   | HMJX                         | 100019 | 3600                   |
| HLMX                         | 33020 | 3391                   | HMJX                         | 87110  | 3422                   |                              |        |                        |
| HLMX                         | 33023 | 3400                   | HMJX                         | 87138  | 3422                   |                              |        |                        |

### ANNEX A.3.

To the Lease of Railroad Equipment dated as of April 1, 1993, as amended, between Helm Financial Corporation and Arch Coal Sales Company, Inc.

#### Equipment Description

One hundred thirty-eight (138), 3,209 cubic foot, 100-ton, roller bearing, four pocket, open top coal hopper railcars built by Bethlehem Steel in 1966, rebuilt by Mansbach Metal in 1986-87 ( AAR rebuilt status not received)

#### Reporting Mark & Numbers:

|             |             |             |
|-------------|-------------|-------------|
| HMJX 580004 | HMJX 580635 | HMJX 581076 |
| HMJX 580070 | HMJX 580647 | HMJX 581086 |
| HMJX 580110 | HMJX 580658 | HMJX 581089 |
| HMJX 580112 | HMJX 580680 | HMJX 581099 |
| HMJX 580131 | HMJX 580711 | HMJX 581103 |
| HMJX 580154 | HMJX 580712 | HMJX 581112 |
| HMJX 580155 | HMJX 580715 | HMJX 581114 |
| HMJX 580173 | HMJX 580718 | HMJX 581122 |
| HMJX 580202 | HMJX 580736 | HMJX 581131 |
| HMJX 580217 | HMJX 580738 | HMJX 581135 |
| HMJX 580219 | HMJX 580739 | HMJX 581141 |
| HMJX 580223 | HMJX 580740 | HMJX 581142 |
| HMJX 580230 | HMJX 580758 | HMJX 581171 |
| HMJX 580245 | HMJX 580760 | HMJX 581173 |
| HMJX 580278 | HMJX 580771 | HMJX 581182 |
| HMJX 580279 | HMJX 580777 | HMJX 581204 |
| HMJX 580286 | HMJX 580783 | HMJX 581207 |
| HMJX 580287 | HMJX 580786 | HMJX 581214 |
| HMJX 580321 | HMJX 580789 | HMJX 581218 |
| HMJX 580331 | HMJX 580791 | HMJX 581222 |
| HMJX 580342 | HMJX 580795 | HMJX 581225 |
| HMJX 580354 | HMJX 580824 | HMJX 581237 |
| HMJX 580360 | HMJX 580841 | HMJX 581243 |
| HMJX 580382 | HMJX 580863 | HMJX 581245 |
| HMJX 580400 | HMJX 580878 | HMJX 581258 |
| HMJX 580405 | HMJX 580882 | HMJX 581265 |
| HMJX 580408 | HMJX 580895 | HMJX 581270 |
| HMJX 580438 | HMJX 580900 | HMJX 581277 |
| HMJX 580442 | HMJX 580912 | HMJX 581284 |
| HMJX 580446 | HMJX 580915 | HMJX 581295 |
| HMJX 580478 | HMJX 580929 | HMJX 581297 |
| HMJX 580487 | HMJX 580940 | HMJX 581312 |
| HMJX 580506 | HMJX 580942 | HMJX 581326 |
| HMJX 580508 | HMJX 580944 | HMJX 581327 |
| HMJX 580512 | HMJX 580968 | HMJX 581363 |
| HMJX 580521 | HMJX 580982 | HMJX 581372 |
| HMJX 580531 | HMJX 580988 | HMJX 581376 |
| HMJX 580533 | HMJX 581011 | HMJX 581378 |
| HMJX 580537 | HMJX 581015 | HMJX 581387 |
| HMJX 580547 | HMJX 581016 | HMJX 581406 |
| HMJX 580564 | HMJX 581026 | HMJX 581438 |
| HMJX 580571 | HMJX 581027 | HMJX 581503 |
| HMJX 580583 | HMJX 581028 | HMJX 581535 |
| HMJX 580584 | HMJX 581035 | HMJX 581548 |
| HMJX 580612 | HMJX 581071 | HMJX 581558 |
| HMJX 580620 | HMJX 581074 | HMJX 581599 |